## SEC Mail Processing

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JUN - 3 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
FORM D

Washington, DC 110

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Num	ber:		3 <u>235-0076</u>			
Expires: Estimated	May	31	,2008			
<b>Estimated</b>	avera	ge t	ourden			
hours per a	respor	ıse.	1 <u>6.00</u>			
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SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)	
Flexible Premium Variable Universal Group Life Insurance Policy-PPL1742	
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)  Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	08050974
Enter the information requested about the issuer	00000014
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Nationwide Private Placement Variable Account	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including	g Area Code)
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111	
Address of Principal Business Operations (Number and Street, City, State, Zip Telephone Number (Includin Code) (if different from Executive Offices)	g Area Code)
Brief Description of Business	
Variable Insurance Products	PROCESSED
Type of Business Organization	- 111 W A C 2000
corporation limited partnership, already formed other (please specify)	<del>√ JUN 0 6 2</del> 008
business trust Ilimited partnership, to be formed Insurance Company Separate Account	THOMSON REUTERS
Year Actual or Estimated Date of Incorporation or Organization Month Year	
[05] [98] Actual Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [O] [H]	

## **GENERAL INSTRUCTIONS:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

	————ATTENT	TON		
Failure to file notice in the appro appropriate federal notice will no filing of a federal notice.				
Persons who respond to the collectio currently valid OMB control number		s form are not required to	respond unless	the form displays a
	A. BASIC IDENTIFI	CATION DATA		
<ul> <li>Each beneficial owner</li> <li>of equity securities of the</li> <li>Each executive office</li> <li>issuers; and</li> </ul>	issuer, if the issuer has been organized is issuer, if the power to vote or dis	pose, or direct the vote o	r disposition of	
Check Box(es) that Apply: Pro	omoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individed Alutto, Joseph A.	dual)			<del></del>
Business or Residence Address (Nur One Nationwide Plaza, Columbus, C		Code)		·
Check Box(es) that Apply: Pro	omoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indivi- Brocksmith, Jr. James G.	dual)			
Business or Residence Address (Nur One Nationwide Plaza, Columbus, C		Code)		
Check Box(es) that Apply: Pro	omoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indivi Eckel, Keith W.	dual)	· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address (Nur One Nationwide Plaza, Columbus, C		Code)		
Check Box(es) that Apply: Pro	omoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indivi Mille de Lombera, Martha J.	dual)			
Business or Residence Address (Nur One Nationwide Plaza, Columbus, C		Code)		

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Jurgensen, W.G.	f individual)				
Business or Residence Addre One Nationwide Plaza, Colum			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Marshall, Lydia M.	f individual)		<del></del>	,	
Business or Residence Addre One Nationwide Plaza, Colum			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Miller, David O.	f individual)				<del></del>
Business or Residence Addre One Nationwide Plaza, Colu			Code)		
(	(Use blank sheet	, or copy and use addition	onal copies of this sheet	, as necessary)	<del></del>
		B. INFORMATION	ABOUT OFFERING		
2. What is the minimun	n investment tl	Answer also in Appe nat will be accepted for	on-accredited investo endix, Column 2, if fil from any individual?	ing under ULC	OE.
indirectly, any comm sales of securities in or dealer registered v	nission or simil the offering. It with the SEC a crsons to be lis	lar remuneration for s f a person to be listed nd/or with a state or s ted are associated per	s been or will be paid solicitation of purchas is an associated perso states, list the name of sons of such a broker	ers in connect on or agent of a the broker or	ion with a broker dealer. If
Full Name (Last name first, i Penland, Kirk	if individual)				
Business or Residence Addre 6210 Stoneridge Mall Rd, St Name of Associated Broker	e 300, Pleasanto		Code)		
USF Securities States in Which Person Liste	d Has Solicited		chasers		All States
AL AK AZ	AR	CA CO	CT DE D	OC FL	GA HI ID
IL IN IA	KS	X KY LA [	ME MD N	1A MI	MN MS MO
MT NE NV	NH	NM [NM	NY NC N	ID ОН	OK OR PA
RI SC SD	TN	TX UT	VT VA V	VA WV	WI WY PR

Full Name (Last name first, if individual)									
Golesh, Dan  Business or Residence Address (Number and Street, City, State, Zip Code)									
101 Metro Drive, Suite 550, San Jose, CA 95110									
Name of Associated Broker or Dealer									
MMLISI States in Which Person Listed Has Solicited or Intends to Solicit Purchasers									
(Check "All States" or check individual States)	All States								
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RI SC SD TN TX UT VT VA WA WV WI	WY PR								
RI SC SD TN TX UT VT VA WA WV WI	WI								
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Districts of Residence Address (Fathbot and Dates, City, Dates, 21) Code)									
Name of Associated Broker or Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers									
(Check "All States" or check individual States)	All States								
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RI     SC     SD     TN     TX     UT     VT     VA     WA     WV     WI									

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Alread
	Debt	\$	\$
	Equity  Common Preferred	\$	S
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance	\$1,938,170	\$1,265,142
	Policy)		01.065.140
	Total	\$1,938,170	\$1,265,142
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amoun
	A constitution of the second	,	Of Purchases
	Accredited Investors	l	\$1,265,142 \$
	Total (for filings under Rule 504 only)	· · · · · · · · · · · · · · · · · · ·	\$1,265,142
	Answer also in Appendix, Column 4, if filing under ULOE.	,	\$1,203,142
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.	Towns	Dellas Assessa
	Type of Offering	Type of Security	Dollar Amoun Sold
	Rule 505	Security	\$
	Regulation A		\$
	Rule 504		\$
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		S
	Engineering Fees		\$
	Sales Commissions (specify finder's fees separately)		\$137,774
	Other Expenses (identify)		S
	Total		\$137,774
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$1,800,396

5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.	Payments to Officers, Directors, & Affiliates	- Payments to Others							
	Salaries and fees	□s □s □s	s s							
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	s	s							
	Working capital	<u></u> \$	<b></b>							
	Other (specify):	<b>\$</b>	<b></b>							
		□s	<b>\$</b>							
	Column Totals  Total Payments Listed (column totals added)									
	D. FEDERAL SIGNATURE									
is filed unde U.S. Securit	as duly caused this notice to be signed by the undersigned duly authorizer Rule 505, the following signature constitutes an undertaking by the ies and Exchange Commission, upon written request of its staff, the in any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	n to the							
Issuer (Print Nationwide Variable Ac	or Type) Signature Private Placement count  Signature  Van Deve	Date / 5/30/08	,							
Name of Sig April VanD	rner (Print or Type) Title of Signer (Print or Type) ervort Associate Vice President									
Into	ntional misstatements or omissions of fact constitute federal criminal violat	ions (See 1811)	S.C. 1001 \							

E. STATE SIGNATURE							
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?	Yes	No ⊠				
	See Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to furnish to any state administrator filed a notice on Form D (17 CFR 239.500) at such times as required by state la		ich this notice is				
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, furnished by the issuer to offerees.	, upon written req	uest, information				
4.	The undersigned issuer represents that the issuer is familiar with the conditions to the Uniform limited Offering Exemption (ULOE) of the state in which this n the issuer claiming the availability of this exemption has the burden of establish been satisfied.	otice is filed and	understands that				

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Nationwide Private Placement

Variable Account

april Vander

Date 5/30/08

Name of Signer (Print or Type) April VanDervort

Title of Signer (Print or Type) Associate Vice President

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX							
1		2	3		4							
	to not	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)	Ту	Type of investor and amount purchased in State (Part C-Item2)						Disquali under ULOE ( atta explana waiver g (Part E-	State (if yes, ch tion of tranted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
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AR												
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			redited	Type of security					Disqu	alification er State
			State	and aggregate						E (if yes,
		rt B-Ite		offering price	Tv	pe of investor:	and amount purchased	in State	OLO	ttach
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				(Part C-Item 1)		`	•		waive	r granted)
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									Yes	No
State	Yes	1	N'o		Number of		Number of	•		
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<u> </u>	<del>  _</del>	ļ			Investors	Amount	Investors	Amount	<u> </u>	
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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Patterson, James F.									
Business or Residence Address (Number and St One Nationwide Plaza, Columbus, OH 43215	reet, City, State, Zip (	Code)							
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Office	er Director	General and/or Managing Partn					
Full Name (Last name first, if individual) Prothro, Gerald D.			•						
Business or Residence Address (Number and St One Nationwide Plaza, Columbus, OH 43215	reet, City, State, Zip (	Code)		,	· , · ·				
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Offic	er Director	General and/or Managing Partn					
Full Name (Last name first, if individual) Shisler, Arden L.									
Business or Residence Address (Number and St One Nationwide Plaza, Columbus, OH 43215	reet, City, State, Zip	Code)	· · · · · · · · · · · · · · · · · · ·						
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Offic	er \(\sime\)Director	General and/or Managing Partn					
Full Name (Last name first, if individual) Shulmate, Alex									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Offic	er Director	General and/or Managing Partn					
Full Name (Last name first, if individual) Zenty III, Thomas F.									
Business or Residence Address (Number and St One Nationwide Plaza, Columbus, OH 43215	reet, City, State, Zip	Code)							

